

14864-G G
JUL 24 1996 11:00 AM
BILL OF SALE

(Series 4-7)

BANKERS TRUST COMPANY,
AS TRUSTEE
TO


TRINITY INDUSTRIES LEASING COMPANY

Bankers Trust Company, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.01(a) of that certain Equipment Trust Agreement dated as of November 15, 1985 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated July 18, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Forty Seven (47) railroad cars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Forty-Seven (47) railcars covered by the Existing Lease dated December 12, 1983, between Trinity Industries Leasing Company and Canadian Occidental Petroleum, Ltd. (assigned to Brimstone Group Limited (Rider 1) dated July 25, 1989) described on Exhibit A hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bankers Trust Company as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 18th day of July, 1996.

BANKERS TRUST COMPANY

By: 
Vice President

ASSISTANT TREASURER

Attest:


Assistant Vice President

STATE OF NEW YORK

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COUNTY OF NEW YORK

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On this 22 day of July, 1996, before me personally appeared KEVIN WEEKS,
to me personally known, who being by me duly sworn, says that he is the Vice President of
Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Margaret Berez
Signature of Notary Public

My Commission Expires:

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/98

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 25, 1989, between Trinity Industries Leasing Company and Brimstone Group Limited covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
47	13,500 Gal. 111A100W3 Tank Cars	TILX 135170, 135172-135176 TILX 135179, 135180 TILX 135184-135186, 135190 TILX 135192, 135196, 135197 TILX 135201, 135203, 135205 TILX 135207, 135209, 135210 TILX 135212-135215, 135217 TILX 135220-135222, 135225 TILX 135227, 135228 TILX 135230-135234, 135237 TILX 135240, 135241, 135244 TILX 135251, 135255, 135256 TILX 135261, 135263, 135264

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
47 Tank Cars	111A100W3	13,500 Gal.	TILX 135170, 135172-135176 TILX 135179, 135180 TILX 135184-135186, 135190 TILX 135192, 135196, 135197 TILX 135201, 135203, 135205 TILX 135207, 135209, 135210 TILX 135212-135215, 135217 TILX 135220-135222, 135225 TILX 135227, 135228 TILX 15230-135234, 135237 TILX 135240, 135241, 135244 TILX 135251, 135255, 135256 TILX 135261, 135263, 135264	02/84